

## IN THE UNITED STATES BANKRUPTCY COURT

## FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
<b>W.R. GRACE &amp; CO., et al.,<sup>1</sup></b>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
	)	
Debtors.	)	Objection Date: December 1, 2009 at 4:00 p.m.
	)	Hearing Date: Scheduled if Necessary (Negative
	)	Notice)
	)	

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**EIGHTY-FIFTH MONTHLY APPLICATION OF BMC GROUP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS CLAIMS RECONCILIATION AND  
SOLICITATION CONSULTANT TO THE DEBTORS FOR THE PERIOD  
FROM APRIL 1, 2009 THROUGH APRIL 30, 2009**

<b>Name of Applicant:</b>	BMC Group ("BMC")
<b>Authorized to Provide Professional Services to:</b>	The above-captioned debtors and debtors in possession
<b>Date of Retention:</b>	Retention Order entered May 8, 2002; effective as of April 4, 2002
<b>Period for which Compensation and Reimbursement is Sought:</b>	April 1 through April 30, 2009
<b>Amount of Compensation Sought as Actual, Reasonable and Necessary:</b>	\$ 156,353.50
<b>Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:</b>	\$ 80,862.01

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a:  Monthly Application  Quarterly Application  Final Application

The total time expended for preparation of this fee application is approximately 30.0 hours and the corresponding compensation requested is approximately \$7,500.00.<sup>2</sup>

This is the Eighty-Fifth Application filed by BMC.

### PRIOR APPLICATIONS

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
3/4/2003	N/A	4/4/2002-4/30/2002	\$18,913.50	\$1,420.00	\$15,130.80	\$1,420.00
3/4/2003	N/A	5/1/2002-5/31/2002	\$46,559.00	\$2,781.83	\$37,247.20	\$2,781.83
3/4/2003	N/A	6/1/2002-6/30/2002	\$42,162.00	\$3,538.24	\$33,729.60	\$3,538.24
3/4/2003	N/A	5th Quarterly 2002	\$107,634.50	\$7,740.07	\$86,107.60	\$7,740.07
3/4/2003	N/A	7/1/2002-7/31/2002	\$48,181.75	\$10,701.48	\$38,545.40	\$10,701.48
3/4/2003	N/A	8/1/2002-8/31/2002	\$48,729.50	\$1,891.32	\$38,983.60	\$1,891.32
3/4/2003	N/A	9/1/2002-9/30/2002	\$55,850.00	\$2,743.43	\$44,680.00	\$2,743.43
3/4/2003	N/A	6th Quarterly 2002	\$152,761.25	\$15,336.23	\$122,209.00	\$15,336.23
3/4/2003	N/A	10/1/2002-10/31/2002	\$95,621.50	\$3,384.85	\$76,497.20	\$3,384.85
3/4/2003	N/A	11/1/2002-11/30/2002	\$49,215.25	\$2,658.68	\$39,372.20	\$2,658.68
3/4/2003	N/A	12/1/2002-12/31/2002	\$46,683.00	\$850.00	\$37,346.40	\$850.00
3/4/2003	N/A	7th Quarterly 2002	\$191,519.75	\$6,893.53	\$153,215.80	\$6,893.53
5/15/2003	10	1/1/2003-1/31/2003	\$74,318.00	\$1,229.90	\$59,454.40	\$1,229.90
5/15/2003	11	2/1/2003-2/28/2003	\$82,610.00	\$4,837.69	\$66,088.00	\$4,837.69
5/15/2003	12	3/1/2003-3/31/2003	\$72,572.25	\$3,860.72	\$58,057.80	\$3,860.72
5/15/2003	8 Q	8th Quarterly 2003	\$229,500.25	\$9,928.31	\$183,600.20	\$9,928.31
9/23/2003	13	4/1/2003-4/30/2003	\$117,598.00	\$2,132.50	\$94,078.40	\$2,132.50
9/23/2003	14	5/1/2003-5/31/2003	\$140,988.00	\$4,689.22	\$112,790.40	\$4,689.22
9/23/2003	15	6/1/2003-6/30/2003	\$95,449.00	\$8,234.67	\$76,359.20	\$8,234.67
9/23/2003	9 Q	9th Quarterly 2003	\$354,035.00	\$15,480.10	\$283,228.00	\$15,480.10
2/18/2004	16	7/1/2003-7/31/2003	\$90,293.50	\$9,851.36	\$90,293.50	\$9,851.36
2/18/2004	17	8/1/2003-8/31/2003	\$88,262.50	\$2,515.87	\$88,262.50	\$2,515.87
2/18/2004	18	9/1/2003-9/30/2003	\$82,370.00	\$16,341.34	\$82,370.00	\$16,341.34
2/25/2004	10 Q	10th Quarterly 2003	\$260,926.00	\$28,708.57	\$260,926.00	\$28,708.57
4/13/2004	19	10/1/2003-10/31/2003	\$86,187.00	\$1,861.76	\$86,187.00	\$1,861.76
4/13/2004	20	11/1/2003-11/30/2003	\$69,321.00	\$1,330.52	\$69,321.00	\$1,330.52
4/13/2004	21	12/1/2003-12/31/2003	\$62,679.00	\$2,627.14	\$62,679.00	\$2,627.14
4/13/2004	11 Q	11th Quarterly 2003	\$218,187.00	\$5,819.42	\$218,187.00	\$5,819.42
6/18/2004	22	1/1/2004-1/31/2004	\$84,944.50	\$1,327.94	\$84,944.50	\$1,327.94
6/18/2004	23	2/1/2004-2/29/2004	\$42,147.00	\$1,623.86	\$42,147.00	\$1,623.86
6/18/2004	24	3/1/2004-3/31/2004	\$89,579.50	\$1,403.99	\$89,579.50	\$1,403.99
6/18/2004	12 Q	12th Quarterly 2004	\$216,671.00	\$4,355.79	\$216,671.00	\$4,355.79
11/5/2004	25	4/1/2004-4/30/2004	\$76,264.50	\$2,134.18	\$76,264.50	\$2,134.18
11/5/2004	26	5/1/2004-5/31/2004	\$63,313.50	\$2,330.43	\$63,313.50	\$2,330.43
11/5/2004	27	6/1/2004-6/30/2004	\$58,641.50	\$2,795.01	\$58,641.50	\$2,795.01
11/5/2004	13 Q	13th Quarterly 2004	\$198,219.50	\$7,259.62	\$198,219.50	\$7,259.62

<sup>2</sup> The actual number of hours expended in preparing this fee application and the corresponding compensation requested will be set forth in BMC's subsequent fee applications.

PRIOR APPLICATIONS - continued

Date Filed	App No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
2/7/2005	28	7/1/2004 – 7/31/2004	\$45,396.00	\$2,558.91	\$45,396.00	\$2,558.91
2/7/2005	29	8/1/2004 – 8/31/2004	\$60,094.50	\$1,375.09	\$60,094.50	\$1,375.09
2/7/2005	30	9/1/2004 – 9/30/2004	\$75,755.50	\$1,251.65	\$75,755.50	\$1,251.65
2/7/2005	14Q	14 <sup>th</sup> Quarterly 2004	\$181,246.00	\$5,185.65	\$181,246.00	\$5,185.65
4/22/2005	31	10/1/2004 – 10/31/2004	\$59,922.00	\$2,144.86	\$59,922.00	\$2,144.86
4/22/2005	32	11/1/2004 - 11/30/2004	\$65,745.50	\$28,337.71	\$65,745.50	\$28,337.71
4/22/2005	33	12/1/2004 – 12/31/2004	\$62,692.00	\$8,918.87	\$62,692.00	\$8,918.87
4/22/2005	15Q	15 <sup>th</sup> Quarterly 2004	\$188,359.50	\$39,401.44	\$188,359.50	\$39,401.44
8/11/2005	34	1/1/2005 – 1/31/2005	\$67,384.00	\$2,530.41	\$67,745.50	\$2,530.41
8/11/2005	35	2/1/2005 – 2/28/2005	\$56,206.00	\$2,869.31	\$56,206.00	\$2,869.31
8/11/2005	36	3/1/2005 - 3/31/2005	\$64,836.00	\$1,666.16	\$64,836.00	\$1,666.16
8/11/2005	16Q	16 <sup>th</sup> Quarterly 2005	\$188,426.00	\$7,065.88	\$188,426.00	\$7,065.00
10/31/2005	37	4/1/2005 – 4/30/2005	\$88,685.50	\$2,391.33	\$88,685.50	\$2,391.33
10/31/2005	38	5/1/2005 – 5/31/2005	\$158,852.00	\$4,552.49	\$158,852.00	\$4,552.49
10/31/2005	39	6/1/2005 – 6/30/2005	\$232,914.00	\$13,912.17	\$232,914.00	\$13,912.17
10/31/2005	17Q	17 <sup>th</sup> Quarterly 2005	\$480,451.50	\$20,855.99	\$480,451.50	\$20,855.99
1/31/2006	40	7/1/2005 – 7/31/2005	\$468,997.75	\$17,359.91	\$468,997.75	\$17,359.91
1/31/2006	41	8/1/2005 – 8/31/2005	\$684,403.00	\$43,446.98	\$684,403.00	\$43,446.98
1/31/2006	42	9/1/2005 – 9/30/2005	\$334,412.00	\$34,731.14	\$334,412.00	\$34,731.14
2/1/2006	18Q	18 <sup>th</sup> Quarterly 2005	\$1,487,812.75	\$95,538.03	\$1,487,812.75	\$95,538.03
4/20/2006	43	10/1/2005 – 10/31/2005	\$126,175.50	\$2,460.85	\$126,175.50	\$2,460.85
4/20/2006	44	11/1/2005 – 11/30/2005	\$136,980.50	\$2,010.10	\$136,980.50	\$2,010.10
4/20/2006	45	12/1/2005 – 12/31/2005	\$54,700.50	\$4,310.19	\$54,700.50	\$4,310.19
4/20/2006	19Q	19 <sup>th</sup> Quarterly 2005	\$301,963.67*	\$8,781.14	\$301,963.67*	\$8,781.14
4/28/2006	46	1/1/2006 – 1/31/2006	\$52,998.50	\$2,322.75	\$52,998.50	\$2,322.75
7/17/2006	47	2/1/2006 – 2/28/2006	\$64,309.50	\$1,438.85	\$64,309.50	\$1,438.85
8/25/2006	48	3/1/2006 – 3/31/2006	\$69,538.75	\$2,732.97	\$69,538.75	\$2,732.97
8/25/2006	20Q	20 <sup>th</sup> Quarterly 2006	\$177,504.41*	\$6,494.57	\$177,504.41*	\$6,494.57
11/21/2006	49	4/1/2006 – 4/30/2006	\$64,523.00	\$1,918.17	\$64,523.00	\$1,918.17
11/22/2006	50	5/1/2006 – 5/31/2006	\$83,530.00	\$2,413.38	\$83,530.00	\$2,413.38
11/22/2006	51	6/1/2006 – 6/30/2006	\$42,762.00	\$5,634.14	\$42,762.00	\$5,634.14
11/22/2006	21Q	21 <sup>st</sup> Quarterly 2006	\$181,274.25*	\$9,965.65	\$181,274.25*	\$9,965.65
12/11/2006	52	7/1/2006 – 7/31/2006	\$35,134.50	\$41,219.71	\$35,134.50	\$41,219.71
12/21/2006	53	8/1/2006 – 8/31/2006	\$76,583.00	\$4,757.53	\$76,583.00	\$4,757.53
12/27/2006	54	9/1/2006 – 9/30/2006	\$71,515.00	\$24,065.05	\$71,515.00	\$24,065.05
12/27/2006	22Q	22 <sup>nd</sup> Quarterly 2006	\$174,070.88*	\$70,042.29	\$174,070.88*	\$70,042.29
5/17/2007	55	10/1/2006 – 10/31/2006	\$103,882.50	\$72,054.63	\$103,882.50	\$72,054.63
5/21/2007	56	11/1/2006 – 11/30/2006	\$74,836.00	\$18,644.41	\$74,836.00	\$18,644.41
5/22/2007	57	12/1/2006 – 12/31/2006	\$66,253.50	\$24,335.71	\$66,253.50	\$24,335.71
5/22/2007	23Q	23 <sup>rd</sup> Quarterly 2006	\$232,723.40*	\$115,034.75	\$232,723.40*	\$115,034.75
8/24/2007	58	1/1/2007 – 1/31/2007	\$89,031.50	\$13,162.75	\$89,031.50	\$13,162.75
8/24/2007	59	2/1/2007 – 2/28/2007	\$136,258.25	\$16,098.69	\$136,258.25	\$16,098.69
8/24/2007	60	3/1/2007 – 3/31/2007	\$80,692.00	\$1,746.97	\$80,692.00	\$1,746.97
8/24/2007	24Q	24 <sup>th</sup> Quarterly 2007	\$290,682.66*	\$31,008.41	\$290,682.66	\$31,008.41

\* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty-First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods, and 3.5% from actual fees for the Twenty-Fifth Quarterly Period..

## **PRIOR APPLICATIONS - continued**

\* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty-First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods, and 3.5% from actual fees for the Twenty-Fifth Quarterly Period..

**BIOGRAPHICAL INFORMATION**

Name of Professional Person	Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
Liliana Anzaldo	Case Support Clerk, 4½ years	\$45.00	2.7	\$121.50
Martha Araki	Senior Bankruptcy Consultant, 9½ years; 20 years bankruptcy experience	\$210.00	176.9	\$37,149.00
Aries Arashida	Case Analyst, 1 year; 2 years prior legal industry experience	\$75.00	27.0	\$2,025.00
Katya Belas	Case Support Clerk, 1 year	\$65.00	44.8	\$2,912.00
Mike Booth	Claims Reconciliation Manager, 6½ years; 4 years prior bankruptcy experience	\$165.00	30.5	\$5,032.50
Anne Carter	Consultant, 8½ years; 22 years prior experience in bankruptcy and other legal practice areas	\$125.00	11.0	\$1,375.00
Alex Cedeno	Case Support Clerk, 2½ years	\$45.00	0.2	\$4,928.00
Steffanie Cohen	Reconciliation Consultant, 6½ years; 2 years prior bankruptcy experience	\$110.00	44.8	\$4,928.00
Barbara Colby	Document Center Supervisor, 9 years	\$55.00	2.8	\$154.00
Jacqueline Conklin	Data Analyst, 7 years	\$95.00	11.1	\$1,054.50
Alan Dalsass	Director, 1¾ years; 11 years prior experience in corporate restructuring, data management consulting and as a bankruptcy attorney	\$275.00	4.3	\$1,182.50
Dustee Decker	Reconciliation Analyst, 6½ years; 15 years prior experience in accounts payable and creditor negotiation	\$75.00	65.3	\$4,897.50
Corazon Del Pilar	Case Support Clerk, 5½ years	\$45.00	44.8	\$2,016.00
Reynante Dela Cruz	Case Analyst, 3¼ years	\$95.00	6.0	\$570.00
Ellen Dors	Reconciliation Consultant, 5¾ years; prior bankruptcy experience with former employer during two bankruptcy cases	\$110.00	36.5	\$4,015.00
Daphne Estorninos	Case Analyst, 1 year	\$75.00	34.1	\$2,557.50
Tinamarie Feil	Chief Financial Officer and co-founder of BMC, 10 years; 24 years experience in bankruptcy and other legal practice areas	\$275.00	1.0	\$275.00
Niel Florita	Case Analyst, 1½ years	\$75.00	27.5	\$2,062.50
Jay Gil	Case Analyst, 4½ years; 2 years prior legal industry experience	\$95.00	40.2	\$3,819.00
Eric Gilhoi	Document Center Coordinator, 5 years; prior experience in business management, international online business, class action claim administration	\$75.00	64.7	\$4,852.50
Maristar Go	Case Analyst, 4½ years; 2 years prior legal industry experience	\$95.00	10.3	\$978.50
Leila Hughes	Reconciliation Analyst, 6½ years; 10 years prior experience in accounts payable and creditor negotiation	\$75.00	74.8	\$5,610.00

Name of Professional Person	Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise	Hourly Billing Rate (Including Changes)	Total Hours Billed	Total Compensation
Myrtle John	Director, 7½ years; 30 years experience in bankruptcy and other legal practice areas	\$195.00	6.4	\$1,248.00
Christopher Karambelas	Consultant, 2 years	\$110.00	0.2	\$22.00
Gunther Kruse	Data Consultant, 6 years; 8 years prior experience in IT industry as database administrator and network manager	\$150.00	129.3	\$19,395.00
Thomas Look	Case Analyst, 1 year	\$95.00	11.6	\$1,102.00
Terri Marshall	Senior Consultant, 6¼ years; 4 years prior bankruptcy experience	\$185.00	15.7	\$2,904.50
Kevin Martin	Consultant, 6¼ years; 6 years prior experience in financial services; 2 years prior experience in mergers/acquisitions	\$135.00	66.9	\$9,031.50
Craig Maxwell	Senior Data Consultant, 6 years; 15 years prior data management experience	\$125.00	3.6	\$450.00
Cory Mccutchen	Case Support Clerk	\$45.00	13.4	\$603.00
Sonja Millsap	Data Analyst, 10 months	\$95.00	6.0	\$570.00
Jed Mojado	Case Analyst, 1¼ years	\$75.00	32.0	\$2,400.00
James Myers	Case Support Clerk, 7½ years	\$65.00	24.0	\$1,560.00
Juan Paolo Pesito	Case Analyst, 1 year	\$75.00	15.8	\$1,185.00
Noreve Roa	Case Analyst, 4½ years; 2 years prior legal industry experience	\$95.00	46.1	\$4,379.50
Airgelou Romero	Case Analyst, 4¾ years; 3 years prior legal industry experience	\$95.00	24.3	\$2,308.50
Lauri Shippers	Reconciliation Consultant, 6¼ years; 4 years prior bankruptcy experience (fka Lauri Bogue)	\$110.00	17.5	\$1,925.00
Lucina Solis	Case Support Associate, 5½ years	\$45.00	12.0	\$540.00
Brianna Tate	Case Information Clerk, 5¼ years	\$45.00	81.9	\$3,685.50
Teresa Thomas	Claims Analyst, 3½ years	\$65.00	62.2	\$4,043.00
John Carlos Toralballa	Case Analyst, 1 year	\$75.00	22.8	\$1,710.00
Arnee Trinidad	Claims Clerk, 3½ years	\$45.00	15.1	\$679.50
Alfred Villanueva	Case Support Clerk	\$65.00	9.3	\$604.50
Erin Wakely	Document Imaging Mgr, 4 years	\$65.00	34.2	\$2,223.00
Anna Wick	Senior Data Analyst, 6¼ years	\$110.00	14.4	\$1,584.00
Jessica Wistrand	Claims Clerk, 2½ years	\$55.00	83.7	\$4,603.50

Grand Total:	Fees: \$156,353.50	Hours: 1,509.7
Blended Rate:		\$103.57

**COMPENSATION BY PROJECT CATEGORY**

Project Category	Total Hours	Total Fees
Asbestos Claims	3.2	\$622.00
Asbestos PI Claims		
Case Administration	326.3	\$27,863.00
Data Analysis	176.4	\$23,791.50
Fee Applications – Applicant	7.8	\$1,636.50
Non – Asbestos Claims	45.8	\$7,001.00
Plan & Disclosure Statement	950.2	\$95,439.50
Travel	0	\$0.00
<b>Total</b>	<b>1,509.7</b>	<b>\$156,353.50</b>

**EXPENSE SUMMARY**

Expense Category	Service Provider (If Applicable)	Total Expenses
b-Linx User Fee	BMC	\$350.00
b-Linx/Data Storage	BMC	\$850.00
Dinner - Business	Various	\$224.82
Document Storage	BMC	\$656.85
Lunch – Business	Various	\$182.41
PO Box Renewal	USPS	\$696.02
Postage/Shipping	Fed Ex	\$181.31
Website Hosting	BMC	\$250.00
<b>Total</b>		<b>\$3,391.41</b>

**PRODUCTION EXPENSE SUMMARY**

Date of Mailing	Service Provider (If Applicable)	Total Expenses
April 1, 2009	BMC Group	\$96.92
April 3, 2009	BMC Group	\$7,418.17
April 6, 2009	BMC Group (3 mailings)	\$9,346.87
April 7, 2009	BMC Group	\$37.72
April 8, 2009	BMC Group	\$2,430.74
April 10, 2009	BMC Group	\$787.60
April 13, 2009	BMC Group	\$60.50
April 14, 2009	BMC Group	\$663.75
April 15, 2009	BMC Group	\$98.70
April 16, 2009	BMC Group	\$20.71
April 17, 2009	BMC Group	\$142.60
April 21, 2009	BMC Group	\$314.80
April 22, 2009	BMC Group (2 mailings)	\$12,595.58
April 23, 2009	BMC Group (4 mailings)	\$42,927.49
April 24, 2009	BMC Group	\$392.06
April 28, 2009	BMC Group	\$72.47
April 29, 2009	BMC Group	\$2.70
April 30, 2009	BMC Group	\$61.22
<b>Total</b>		<b>\$77,470.60</b>

**WHEREFORE**, BMC respectfully requests:

- (a) that an allowance be made to it in the aggregate of \$205,944.81 which is comprised of:
  - (i) 80% of the fees rendered by BMC to the Debtors for reasonable and necessary professional services during the Eighty-Fifth Fee Period (80% of \$156,353.50 = \$125,082.80); and
  - (ii) 100% of the actual and necessary costs and expenses incurred by BMC during the Eighty-Fifth Fee Period (\$80,862.01);

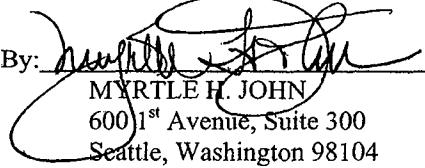
(b) that both the fees and expenses are payable as an administrative expense of the Debtors' estates;

and

(c) for such other and further relief as the Court deems just and proper.

Dated: November 9, 2009

BMC GROUP

By: 

MYRTLE H. JOHN  
600 1<sup>st</sup> Avenue, Suite 300  
Seattle, Washington 98104  
Telephone: (206) 516-3300  
Telecopier: (206) 516-3304

Claims Reconciliation and Solicitation  
Consultant to the Debtors and  
Debtors in Possession

**VERIFICATION**

MYRTLE H. JOHN, after being duly sworn, deposes and says:

1. I am employed by Applicant, BMC Group (“BMC”), the Claims Reconciliation and Solicitation Consultant to the debtors and debtors in possession herein (the “Debtors”). I am a Director of BMC, and I have personal knowledge of the matters set forth herein.
2. I have personally reviewed the consulting services rendered by BMC as Claims Reconciliation and Solicitation Consultant to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by other consultants and employees of BMC.
3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Annexed hereto are the following Exhibits: **Exhibit 1** – Monthly Fee Invoice comprised of a detail of time expended and Professional Activity Summary; and **Exhibit 2** – Monthly Expense Invoice comprised of an Expense Invoice and Detail. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the ‘Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and

Reimbursement of Expenses for Professionals and Official Committee Members,' signed April 17, 2002, and submit that the Application herein substantially complies with such Rules and Order.

DATED: November 9, 2009  
El Segundo, California



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MYRTLE H. JOHN

State of California )  
 )  
County of Los Angeles )

On November 9, 2009, before me, JAMES H. MYERS, a Notary Public, personally appeared Myrtle H. John, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

